

Hearing Date: February 12, 2020, at 10:00 A.M. (prevailing Eastern Time)

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-22312 (RDD)
Debtors.	)	(Jointly Administered)

**NOTICE OF FILING OF PROPOSED FORM OF OMNIBUS ORDER GRANTING  
INTERIM FEE APPLICATIONS OF PROFESSIONALS FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED  
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby file the proposed *Order Granting Interim Applications for Allowance of Compensation of Professional Services Rendered and Reimbursement of Expenses Incurred* (the “Proposed Fee Order”), attached hereto as **Exhibit A**.

**PLEASE TAKE FURTHER NOTICE** that the Debtors reserve the right to materially alter, amend, or modify the Proposed Fee Order; *provided*, that if the Proposed Fee Order is altered, amended, or modified in any materials respect, the Debtors will file a revised version of such document the United States Bankruptcy Court for the Southern District of New York (the “Court”).

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections (each, an “Objection”) to the applications for allowance of interim compensation and reimbursement of expenses for the period July 1, 2019, through and including October 31, 2019 filed by certain professionals retained in the above-captioned chapter 11 cases (the “Interim Fee Applications”) were required to be filed and served so as to be actually received no later than February 5, 2020, at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”), upon the parties on the Service List (as defined in the case management order in these chapter 11 cases [Docket No. 392]).

**PLEASE TAKE FURTHER NOTICE** that there were no Objections filed to the Interim Fee Applications.

**PLEASE TAKE FURTHER NOTICE** that the hearing at which the Court will consider the Proposed Fee Order (the “Hearing”) will be held before the Honorable Robert D. Drain of the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), 300 Quarropas Street, White Plains, New York 10601, on **February 12, 2020, at 10:00 a.m. (prevailing Eastern Time).**

Dated: February 5, 2020  
New York, New York

/s/ Stephen E. Hessler

Stephen E. Hessler, P.C.

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**Exhibit A**

**Proposed Fee Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re:	)	Chapter 11
	)	
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-22312 (RDD)
	)	
Debtors.	)	(Jointly Administered)
	)	

**OMNIBUS ORDER GRANTING INTERIM FEE  
APPLICATIONS OF PROFESSIONALS FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED  
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon consideration of each application (each an “Application” and collectively the “Applications”) [Docket Nos. 1319, 1322, 1323, 1326, 1327, 1328, 1329, 1330, 1331, 1332, and 1334] of the professionals (the “Professionals”) listed on **Schedule A** hereto, pursuant to sections 327, 328, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the period commencing July 1, 2019 through and including October 31, 2019 (the “Fee Period”) in connection therewith; and due and proper notice having been provided pursuant to Bankruptcy Rules 2002(a)(6) and (c)(2) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374], and it appearing that no other or further

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<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

notice need be provided; and a hearing having been held on February 12, 2020 to consider the Applications (the “Hearing”); and the Court having jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Applications and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the record of all of the proceedings had before the Court; and it appearing that the amounts set forth on **Schedule A** properly incorporate the Court’s rulings made on the record at the Hearing; and after due deliberation and sufficient cause appearing therefor; it is

1. ORDERED that the Applications are granted to the extent set forth in **Schedule A** hereto.

2. ORDERED that upon entry of this Order, the Debtors are directed and authorized to remit payment to each of the Professionals in the amounts set forth on **Schedule A** hereto less all amounts previously paid on account of such fees and expenses.

3. ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

White Plains, New York  
Dated: \_\_\_\_\_, 2020

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Schedule A**

**Interim Fee Amounts**

**INTERIM FEE APPLICATIONS**  
**JULY 1, 2019 THROUGH OCTOBER 31, 2019**

**Case No:** 19-22312 (RDD)

**Schedule A**

**Case Name:** In re Windstream Holdings, Inc., *et al.*,

Applicant	Date and Docket Number of Application	Fees Requested on Interim Fee Application	Fees Allowed for Interim Fee Application	Expenses Requested on Interim Fee Application	Expenses Allowed for Interim Fee Application
<b>Debtor Professionals</b>					
Katten Muchin Rosenman LLP	12/16/2019 [Docket No. 1319]	\$1,622,620.00		\$39,829.52	
Kirkland & Ellis LLP	12/16/2019 [Docket No. 1327]	\$8,208,494.50		\$382,657.95	
Alvarez & Marsal North America, LLC	12/16/2019 [Docket No. 1328]	\$6,947,428.00		\$341,630.26	
Altman Vilandrie & Company Application	12/16/2019 [Docket No. 1329]	\$1,021,000.00		\$76,304.18	
KPMG LLP	12/16/2019 [Docket No. 1330]	\$1,566,202.10		\$805.62	
PJT Partners LP	12/16/2019 [Docket No. 1331]	\$1,000,000.00		\$36,145.95	
PricewaterhouseCoopers LLP	12/16/2019 [Docket No. 1332]	\$2,382,246.10		\$45,011.12	
SolomonEdwardsGroup, LLC	12/16/2019 [Docket No. 1334]	\$1,317,853.51		\$141,084.53	
<b>Official Committee of Unsecured Creditors Professionals</b>					
Morrison & Foerster LLP	12/16/2019 [Docket No. 1322]	\$2,372,700.25		\$40,617.11	
AlixPartners, LLP	12/16/2019 [Docket No. 1323]	\$1,114,000.00		\$3,441.64	
Perella Weinberg Partners LP	12/16/2019 [Docket No. 1326]	\$900,000.00		\$1,787.53	
<b>TOTAL</b>		\$28,452,544.46		\$1,109,315.47	

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DATE ON WHICH ORDER WAS SIGNED: \_\_\_\_\_

INITIALS: \_\_\_\_USBJ